

MORITT HOCK & HAMROFF LLP

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Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
: (Jointly Administered)
Debtors.¹ :
----- X

**TWELFTH COMBINED MONTHLY FEE STATEMENT OF MORITT HOCK &
HAMROFF LLP FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
MARCH 1, 2021 THROUGH SEPTEMBER 30, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Moritt Hock & Hamroff LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation
Date of Retention:	April 30, 2020, <i>nunc pro tunc</i> to February 2, 2020
Period for Which Compensation and Reimbursement Is Sought:	March 1, 2021 through September 30, 2021
Monthly Fees Incurred:	\$17,883.50
20% Holdback:	\$ 3,576.70
Total Compensation Less 20% Holdback:	\$14,306.80
Monthly Expenses Incurred:	\$ 7.40
Total Fees and Expenses Requested:	\$14,314.20
This is a <input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application	

Moritt Hock & Hamroff LLP ("Moritt Hock"), special conflicts counsel for the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors"), hereby submits this statement of fees and disbursements (the "Twelfth Monthly Fee Statement") covering the period March 1, 2021 through September 30, 2021 (the "Compensation Period"), in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses and Retained Professionals* (the "Interim Compensation Order") [Docket No. 769]. By the Twelfth Monthly Fee Statement, Moritt Hock requests (a) interim allowance and payment of compensation in the amount of \$14,306.80 (80% of \$17,883.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Moritt

Hock; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00 incurred by Moritt Hock during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Moritt Hock professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Moritt Hock for services rendered to the Creditors' Committee are the same rates that Moritt Hock charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Moritt Hock professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Moritt Hock professionals and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Moritt Hock in connection with services rendered to the Creditor's Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Moritt Hock in connection with the services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twelfth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Moshin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to Debtors, Weil, Gotshal & Manges LLP, 767 Twelfth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) counsel to the Creditors' Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Ira S. Dizengoff (email: idizengoff@akingump.com), Philip C. Dublin (email: pdublin@akingump.com), and Sara L. Brauner (sbrauner@akingump.com); (iv) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 1014, Attention: Paul Schwartzberg (email: paul.schwartzberg@usdoj.gov) and Richard Morrissey (email: richard.morrissey@usdoj.gov); (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com), and George R. Howard (email: george.howard@skadden.com); (vi) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (email: harnerp@ballardspahr.com); and (vii) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (email: marriott@ballardspahr.com) and Tobey M. Daluz (email: daluzt@ballardspahr.com) (collectively, the "Notice Parties").

Objections to this Twelfth Monthly Statement Fee, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than November 9, 2021 (the

“Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twelfth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twelfth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of the Twelfth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

Dated: New York, New York
October 25, 2021

MORITT HOCK & HAMROFF LLP

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EXHIBIT A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
James P. Chou	Litigation	1997 (NY) 1996 (NJ)	\$615	1.40	\$861.00
Theresa A. Driscoll	Restructuring/ Bankruptcy	2000	\$575	13.90	\$7,992.50
Danielle J. Marlow	Litigation	1997	\$565	4.80	\$2,712.00
Total Partner				20.10	\$11,565.50
PARALEGALS					
Victoria Jankowski	Litigation	N/A	\$260	24.3	\$6,318.00
Total Paralegal				24.3	\$6,318.00
Total Hours/ Fees Requested				44.40	\$17,883.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Partners and Counsel	\$585	20.1	\$11,565.50
Paralegals/ Non-Legal Staff	\$260	24.30	\$6318.00
Blended Timekeeper Rate	\$385.00		
Total Fees Incurred			\$17,883.50

EXHIBIT B

Task Code Summary

Task Code	Matter	Hours	Value
B120	Asset Analysis and Recovery	3.10	\$1,751.50
B160	Fee/ Employment Applications	43.00	\$16,132.00
	Total:	46.10	\$17,883.50

EXHIBIT C

Itemized Fees



MORITT HOCK & HAMROFF LLP
INVOICE DATED OCTOBER 2021
File # N-1944.001 Re: Sears Bankruptcy

Date	Prof	Narrative	Task Code	Units
3/4/2021	DJM	Follow up with counsel to Morgan Stanley, Goldman Sachs, and BNY Mellon.	B120	0.50
3/10/2021	DJM	Review and analysis of response from Morgan Stanley to query (.30), follow up with Goldman Sachs (.20), e-mails with ASK LLP regarding same (.20).	B120	0.70
3/22/2021	VJ	Review time records (.50) and draft Eleventh Fee Statement (.60); forward to J. Chou (.10).	B160	1.20
3/23/2021	JPC	Review monthly fee statement.	B160	0.20
3/24/2021	VJ	Telephone conversation with TAD to discuss Eleventh Fee Statement and revision.	B160	0.20
3/24/2021	VJ	Correspond with billing department re: edits to time records for fee statement and UST requirements.	B160	0.60
3/24/2021	VJ	Finalize and efile Eleventh Monthly Fee Statement (.40) and email to all noticed parties and JPC and TAD (.10).	B160	0.50
3/24/2021	TAD	Review and revise February Fee Statement.	B160	1.20
3/24/2021	TAD	Correspond with V. Jankowski and billing re: edits to time records for February Fee Statement.	B160	0.50
3/26/2021	DJM	Follow up with Goldman Sachs and BNY Mellon	B120	0.30
4/2/2021	VJ	Draft Third Fee Application for the period 11/1/20-2/28/21.	B160	2.30
4/5/2021	VJ	Continue drafting Third Fee Application.	B160	4.70
4/6/2021	VJ	Review and revise Third Fee Application.	B160	1.60
4/7/2021	TAD	Draft/revise third interim fee application.	B160	1.30
4/7/2021	TAD	Review billing summaries, analysis of payments for fee application (.70); review prior fee application and order re: same (.70).	B160	1.40
4/8/2021	VJ	Review and revise Third Fee Application (.9); emails with Billing Department regarding payments and billable rates (.3).	B160	1.20
4/9/2021	DJM	Review and analysis of response form counsel for Goldman Sachs (.20), sending of same to ASK LLP (.10).	B120	0.30
4/12/2021	JPC	Review third interim fee app (.60); email to MIII Partners re: status (.10).	B160	0.70
4/13/2021	DJM	Draft/revise litigation summary for third interim fee application (.40) and correspond with TAD re same (.20).	B160	0.50
4/13/2021	VJ	Revise Third Fee Application (.20) and discuss same with TAD (.10).	B160	0.30
4/13/2021	TAD	Review billing summaries (.70) and revise third interim fee application (.60).	B160	1.30
4/13/2021	TAD	Correspond with Joseph Szydlo, Akin Gump re: Third Interim Fee Application.	B160	0.20

4/14/2021 VJ	Finalize and efile Third Fee Application for Professional Fees.	B160	1.30
4/14/2021 TAD	Review, revise and finalize Third Interim Fee Application (1.2); correspond with Joe Szydlo, Akin Gump re: Committee approval (.10); coordinate filing and service and emails Sears team at Prime Clerk re: same (.50)	B160	1.80
4/26/2021 VJ	Review court's docket for hearing date on Interim Fee Applications and email JPC (.40); calendar court hearing date (.10).	B160	0.40
5/10/2021 DJM	Follow up with BNY Mellon in response to queries from ASK firm.	B120	0.50
5/24/2021 DJM	Follow up with Morgan Stanley regarding query from ASK LLP regarding information produced in response to subpoena.	B120	0.30
5/24/2021 VJ	Register TAD for court appearance on Fee Application.	B160	0.20
5/24/2021 TAD	Review fee hearing agenda and correspond with C. Stauble (Weil) and Joe Szydlo (Akin) re: same (0.4); coordinate hearing court attendance and review same with V. Jankowski (0.2).	B160	0.60
5/25/2021 VJ	Review Judge Drain's calendar and docket to confirm hearing (.1); emails with Billing regarding recent payments received and applied; review account statement (.2), review agenda and Fee Application with TAD (.2).	B160	0.50
5/25/2021 TAD	Prepare for fee hearing (0.7); attend fee hearing (0.7).	B160	1.40
5/25/2021 TAD	Review proposed fee order and A/P records (.30) and correspond with J. Chou re: same (.10).	B160	0.40
6/14/2021 VJ	Review docket for objections to fee statement and email JPC.	B160	0.20
6/17/2021 TAD	Review fee examiner letter and correspond with James Chou re: same.	B160	0.50
6/18/2021 TAD	Review Examiner preliminary report (0.2); review and discuss fee examiner objections with James Chou and Ted Berkowitz (.4).	B160	0.60
6/24/2021 TAD	Review fee examiner issues with Zach Lanier.	B160	0.50
6/30/2021 DJM	Response to query from Akin Gump regarding Sculptor/ Och-Ziff production.	B120	0.50
7/16/2021 JPC	Conference w/ T. Driscoll and T. Berkowitz re: fee examiner analysis.	B160	0.50
7/27/2021 TAD	Correspond with James Chou re: combined monthly fee statement.	B160	0.10
7/28/2021 VJ	Review monthly invoices and email billing and JPC and TAD regarding updated invoices.	B160	0.70
7/29/2021 TAD	Review and analysis of Fee Examiner letter (0.5); review filed MHH fee application (0.3); review pre-bill, unbilled time through June 30 (0.3); call with Paul Harner re: preliminary objections to MHH 1st and 2nd fee applications (0.3).	B160	1.40
8/10/2021 TAD	Correspond with Joseph Szydlo re: final fee application filing status and timing.	B160	0.10
9/1/2021 VJ	Prepare Excel spreadsheet for Third Fee Application per fee examiner request (1.20); emails with Billing Department; forward to TAD for review before submitting to fee examiner (.30).	B160	1.50
9/1/2021 VJ	Review documents and draft Twelfth Fee Statement for March through July and forward to TAD.	B160	1.40
9/7/2021 VJ	Met with T. Driscoll to review and discuss Fee Examiner's objections.	B160	0.40
9/7/2021 VJ	Email Chantelle D'nae McClamb at Ballard Spahr regarding uploading Fee Application.	B160	0.20

9/7/2021 VJ	Upload Zip files to Ballard Spahr website.	B160	0.30
9/8/2021 VJ	Work on response and time entry 'cure' schedules to fee examiner report.	B160	1.50
9/9/2021 VJ	Continue work on responsive Schedules to examiner's preliminary report.	B160	2.00
9/9/2021 TAD	Review fee examiner report with V. Jankowski (0.4) and email to T. Berkowitz, D. Marlow, A. Corey and J. Chou regarding same (0.2)	B160	0.60
9/12/2021 DJM	Revise time entries to address Fee Examiner's preliminary objection.	B160	1.20
9/14/2021 VJ	Review and revise responsive schedules to Fee Examiner's report.	B160	0.40
9/20/2021 VJ	Email D. Marlow regarding time entries for Twelfth Fee Statement (.10); email M. Genetempo in MHH Billing Dept. regarding expenses for Twelfth Fee Statement (.10).	B160	0.20
9/20/2021 VJ	Revision to Twelfth Fee Statement and forward to T. Driscoll and J. Chou.	B160	0.50
		Total:	44.40

EXHIBIT D

Disbursement Summary

Disbursement Activity	Amount
Duplicating – In House	
Total	\$7.40

EXHIBIT E
Itemized Disbursements

DATE	DESCRIPTION	VALUE
9/7/2021	Copies	7.40
TOTAL		\$7.40